§ 1.136(a), and any fees required therefor (including fees for net addition of claims) are hereby authorized to be charged to our Deposit Account No. 19-0036.

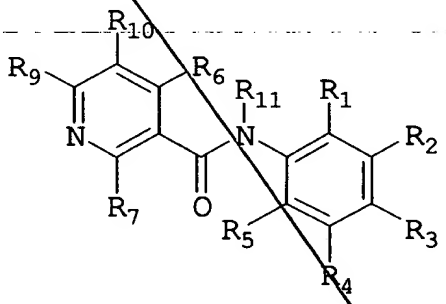
Amendments

In the Claims:

Please cancel claims 45, 49, 50, 53-57, 72-75, and 77 without prejudice or disclaimer to the subject matter thereof.

Please substitute the following claims 33, 42, 43, 46, 47, 58, and 76 for pending claims 33, 42, 43, 46, 47, 58, and 76:

33. (Twice Amended) A method of treating a disorder responsive to the induction of apoptosis in an animal suffering therefrom, comprising administering to a mammal in need of such treatment an effective amount of a compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido, alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said disorder responsive to the induction of apoptosis is inflammation, inflammatory bowel disease, psoriasis, an autoimmune disease selected from the group consisting of rheumatoid arthritis, multiple sclerosis, diabetes mellitus, Hashimoto's thyroiditis, and autoimmune lymphoproliferative syndrome, or a cancer selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck

carcinoma, oesteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma; and

wherein said prodrug is:

a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C_{1-4} alcohol;

b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C_{1-4} carboxylic acid, C_{3-6} dioic acid or anhydride thereof;

c) an imine of an amine group containing compound of Formula III obtained by condensation with a C_{1-4} aldehyde or ketone; or

d) an acetal or ketal of at least one of the R_{1-10} hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not optionally substituted alkyl;

when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

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when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

C1 Cont

42. (Twice Amended) A method for treating cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of Formula III:

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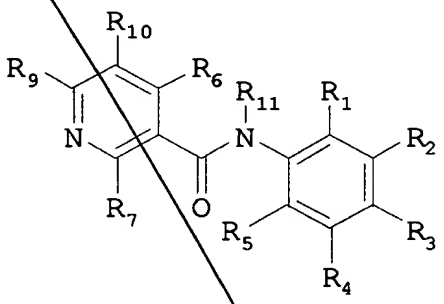


(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido or alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and;

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple

myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck carcinoma, oesteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma; and

wherein said prodrug is:

a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C_{1-4} alcohol;

b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C_{1-4} carboxylic acid, C_{3-6} dioic acid or anhydride thereof;

c) an imine of an amine group containing compound of Formula III obtained by condensation with a C_{1-4} aldehyde or ketone; or

d) an acetal or ketal of at least one of the R_{1-10} hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

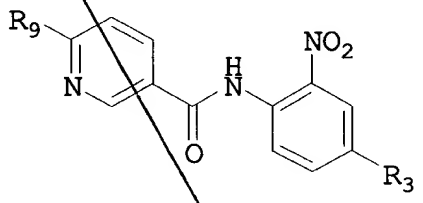
when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not alkyl;

when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

43. (Twice Amended) The method of claim 42, wherein said compound is of Formula IV:

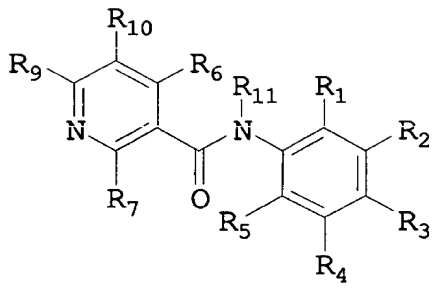


(IV)

or a pharmaceutically acceptable salt or prodrug thereof.

46. (Twice Amended) A method for the treatment of drug resistant cancer, comprising administering to an animal in need of such treatment an effective amount of a compound of the Formula III:

C1 Cont



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein:

B3

R_1-R_7 and R_9-R_{10} are independently hydrogen, halo, haloalkyl, haloalkoxy, aryl, fused aryl, carbocyclic, fused carbocyclic, a heterocyclic group, fused heterocyclic, a heteroaryl group, alkyl, alkenyl, alkynyl, arylalkyl, arylalkenyl, arylalkynyl, heteroarylalkyl, heteroarylalkenyl, heteroarylalkynyl, carbocycloalkyl, heterocycloalkyl, hydroxyalkyl, nitro, aminoalkyl, cyano, cyanoalkyl, acyl, acylamido, hydroxy, thiol, acyloxy, azido, alkoxy, alkoxycarbonyl, aryloxy, arylalkoxy, carboxy, carbonylamido or alkylthiol, $-NH_2$, $-NHR_{15}$ or $-NR_{15}R_{16}$, wherein

R_{15} and R_{16} are independently optionally substituted C_{1-10} alkyl, heterocyclic or heteroaryl groups; and; and

R_{11} is hydrogen; or alkyl, cycloalkyl, aryl or heteroaryl, each of which is optionally substituted;

wherein said drug resistant cancer is selected from the group consisting of Hodgkin's disease, non-Hodgkin's lymphoma, acute lymphocytic leukemia, chronic lymphocytic leukemia, multiple myeloma, neuroblastoma, breast carcinoma, ovarian carcinoma, lung carcinoma, Wilms' tumor, cervical carcinoma, testicular carcinoma, soft-tissue sarcoma, primary macroglobulinemia, bladder carcinoma, chronic granulocytic leukemia, primary brain carcinoma, malignant melanoma, small-cell lung carcinoma, stomach carcinoma, colon

C 1 Cont

carcinoma, malignant pancreatic insulinoma, malignant carcinoid carcinoma, choriocarcinoma, mycosis fungoides, head or neck carcinoma, oesteogenic sarcoma, pancreatic carcinoma, acute granulocytic leukemia, hairy cell leukemia, rhabdomyosarcoma, Kaposi's sarcoma, genitourinary carcinoma, thyroid carcinoma, esophageal carcinoma, malignant hypercalcemia, cervical hyperplasia, renal cell carcinoma, endometrial carcinoma, polycythemia vera, essential thrombocytosis, adrenal cortex carcinoma, skin cancer and prostatic carcinoma; and

B 3

wherein said prodrug is:

a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C_{1-4} alcohol;

b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C_{1-4} carboxylic acid, C_{3-6} dioic acid or anhydride thereof;

c) an imine of an amine group containing compound of Formula III obtained by condensation with a C_{1-4} aldehyde or ketone; or

d) an acetal or ketal of at least one of the R_{1-10} hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that:

when R_{1-2} and R_{4-11} are hydrogen, R_3 is not optionally substituted pyrazolyl;

when R_{1-5} are hydrogen, each of R_9 and R_{10} is not phenyl;

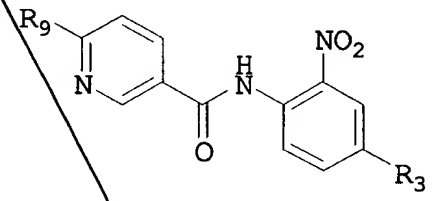
when R_3 is methoxy and R_{5-11} are hydrogen, each of R_2 and R_4 is not cyclopentyloxy;

when R_{1-3} and R_{5-11} are hydrogen, R_4 is not alkyl;

when R_{3-11} are hydrogen, R_1 and R_2 are not taken together to form optionally substituted thienyl-1,1-dioxide or partially saturated thienyl-1,1-dioxide; and

when R_1 and R_{4-11} are hydrogen, R_2 and R_3 are not taken together to form substituted pyranyl.

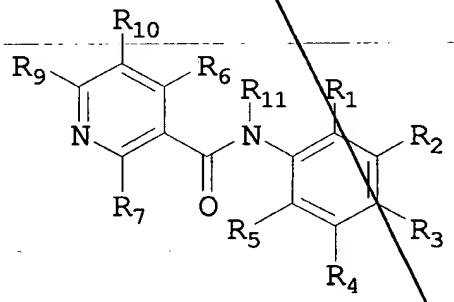
47. (Twice Amended) The method of claim 46, wherein said compound is of Formula IV:



(IV)

or a pharmaceutically acceptable salt or prodrug thereof.

58. (Twice Amended) A compound of Formula III:



(III)

or a pharmaceutically acceptable salt or prodrug thereof, wherein

R_1 and R_5 are independently selected from the group consisting of hydrogen, hydroxy, alkyl, alkoxy, halogen, NO_2, cyano, haloalkyl, haloalkoxy, amino and aminoalkyl,

provided that at least one of R_1 and R_5 is selected from the group consisting of NO_2, cyano, alkyl and haloalkyl;

C1 Cont

R_2 and R_4 are independently selected from the group consisting of hydrogen, hydroxy, halogen, cyano, haloalkyl, haloalkoxy, amino and aminoalkyl;

R_3 is alkyl, Cl, F, haloalkyl, alkoxy, arylalkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

R_6 is hydrogen, hydroxy, alkyl, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

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R_7 is hydrogen, hydroxy, alkyl, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl;

R_9 is hydroxy, alkyl, halogen, NO_2, haloalkyl, alkoxy, cyano, haloalkyloxy, amino or aminoalkyl;

R_{10} is hydrogen, hydroxy, alkyl, Cl, F, NO_2, cyano, haloalkyl, haloalkyloxy, amino or aminoalkyl; and

R_{11} is hydrogen, alkyl or haloalkyl;

wherein said prodrug is:

a) an ester of a carboxylic acid containing compound of Formula III obtained by condensation with a C_{1-4} alcohol;

b) an ester of a hydroxyl group containing compound of Formula III obtained by condensation with a C_{1-4} carboxylic acid, C_{3-6} dioic acid or anhydride thereof;

c) an imine of an amine group containing compound of Formula III obtained by condensation with a C_{1-4} aldehyde or ketone; or

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C1 cont'd

d) an acetal or ketal of at least one of the R_{1-10} hydroxy containing groups obtained by condensation with chloromethyl methyl ether or chloromethyl ethyl ether;

provided that when R_2 and R_4 are hydrogen and each of R_9 and R_{10} is halo, R_1 and R_3 are not both alkyl.

B5

76. (Once Amended) The method of any one of claims 33, 42, and 46 wherein optional substituents on the alkyl or heteroaryl group of R_{15} and R_{16} or the alkyl, aryl, or heteroaryl group of R_{11} include one or more halo, C_1-C_6 haloalkyl, C_6-C_{10} aryl, C_4-C_7 cycloalkyl, C_1-C_6 alkyl, C_2-C_6 alkenyl, C_2-C_6 alkynyl, C_6-C_{10} aryl(C_1-C_6)alkyl, C_6-C_{10} aryl(C_2-C_6)alkenyl, C_6-C_{10} aryl(C_2-C_6)alkynyl, C_1-C_6 hydroxyalkyl, nitro, amino, ureido, cyano, C_1-C_6 acylamino, hydroxy, thiol, C_1-C_6 acyloxy, azido, C_1-C_6 alkoxy or carboxy.